



HUMANE SOCIETY OF BURNETT COUNTY, INC.

BY-LAWS

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MISSION:

To provide a safe haven for stray or unwanted animals, to foster the human-animal bond, to promote responsible pet ownership and to end pet overpopulation through spay/neuter.

HUMANE SOCIETY OF BURNETT COUNTY, INC.

BY-LAWS

Approved November 28, 2000
Amended February 25, 2003
Amended February 26, 2010
Amended October 16, 2017

CONSTITUTION

Article I

Name and Objectives

Section I

The name of the organization shall be the Humane Society of Burnett County, Inc.

Section II

The Objectives of the organization shall be:

- A. To operate and maintain a shelter in Burnett County which will house the stray, abandoned or surrendered dogs and cats of Burnett County.
- B. To place stray, abandoned, or surrendered dogs and cats in suitable adoptive homes.
- C. To encourage and promote responsible pet ownership through spay and neuter financial assistance and education.

Section III

The organization shall not be conducted or operated for profit and no part of any profits or remainder of residue from dues or donations to the organization shall be used to the benefit of any member or individual.

Section IV

The members of the organization shall adopt and may from time to time revise such by-laws as may be required to carry out these objectives.

Article II

Membership

Section I

Membership shall be open to all persons regardless of race, religion, sexual orientation or disabilities. Discrimination for any reason other than the following will not be allowed:

- Any person who has been found guilty of cruelty to animals by the courts of law shall not be allowed membership.
 - Any person whose actions in any form have been detrimental to the organization.
- A. Individual Members: Any person eighteen (18) years of age or older may make application for regular membership in this organization.
- B. Family Members: The application for membership of a couple shall be treated as the application of a family and shall cover both partners, each being allowed one vote.
- C. Junior Members: Any person between the ages of fifteen (15) and seventeen (17) inclusive, may make application for junior membership in this organization.
- D. Senior Citizens: Over age 60 and/or persons with a disability may make application for Senior/Disabled membership in this organization.
- E. Each donor or adopter shall be entitled to an individual complementary membership for the current year of their donation or adoption. Each complementary membership is entitled to one (1) vote no matter how many donations/adoptions are made in one year.

Section II

Membership Application

1. Each applicant for membership shall apply in writing on a form approved by the Board of Directors, which shall provide that the applicant agrees to abide by the constitution and by-laws of the organization and pay applicable dues.
2. Each person accepted to regular membership shall have full privileges of the organization, including the right to vote and hold office, providing their dues are paid in full, except that no member shall have the right to vote for the election of the Board of Directors until thirty (30) days after their acceptance of membership.

3. Each person accepted to Junior Membership shall not have the right to vote or hold office, but shall be entitled to enjoy the other privileges of the organization and membership.
4. Junior Members having reached their eighteenth (18) birthday shall automatically become individual members upon payment of individual membership dues.
5. A person accepted to membership after July 1 shall be considered fully paid for the following year.

Section III

Termination of Membership

Membership may be terminated by the following:

- A. Resignation: any member in good standing may resign from the organization upon written notice to the Board.
- B. Lapsing: a member will be considered lapsed and automatically terminated if such member's dues remain unpaid after April 1st of each fiscal year. In no instance may a person whose membership has lapsed be entitled any of the privileges and benefits of this organization.
- C. Conviction of cruelty to animals: a member who is charged and convicted of cruelty to animals by a court of law shall have their membership terminated and shall be barred for life from rejoining the organization.
 - These persons shall be suspended from voting membership until such time as a determination is made by a court of law.
- D. Any member who does not adhere to the rules and regulations of the Humane Society of Burnett County: a member who participates in any action upon other members which might be construed as harassment or threatening, or who fails to follow the guidelines for foster or adoptive care of dogs and cats as set forth by the organization.
- E. Any member whose actions in any form have been deemed detrimental to the organization by a majority vote of the Board of Directors.

Membership Rejection and Termination Process

Any person or entity that is refused membership or expelled from membership may appeal such rejection or expulsion to the Board of Directors by doing the following:

- A. Address a Notice of Appeal to the Secretary at least 10 (ten) days prior to the first Board of Directors meeting following the rejection or expulsion. The Board will review the appeal and issue a determination within 10 (ten) days of the meeting.
- B. If the Board denies membership or upholds expulsion, a final appeal may be presented to the membership at the annual meeting. A Notice of Appeal must be presented to the Secretary at least 10 (ten) days before the annual meeting.
- C. At the annual meeting the membership may, by effective majority vote, overrule any such rejection or expulsion. An effective, majority membership decision is final.

Article III

Meetings

Section I

Time and Place of Meetings

All meetings of the organization shall be held at a place, date and hour designated by the Board of Directors.

Section II

Annual Meetings

The annual meeting of the organization shall be during the month of October. The exact day and time of the annual meeting shall be set by the Board of Directors. The Secretary shall provide written notice of such meeting to each member at least thirty (30) days prior to the meeting.

Section III

Special Meetings

Special organization meetings may be called at any time by a majority of the Board of Directors or by five percent (5%) of the members eligible to vote, by filing with the Secretary a request for the proposed meeting. Special meetings for which written request has been made shall be held not less than 10 (ten) days nor more than thirty (30) days after the filing of the request. The special meeting shall be held at a time and place designated by the President. Notice of the time, place and purpose of such meeting shall be mailed to each member eligible to vote not less than 10 (ten) days before the meeting. No other business shall be transacted at the special meeting except that for which the meeting has been called.

Section IV

Notices

All written notices required by these by-laws shall be given by the Secretary by mailing the same to each regular member of the organization, addressed to each member's address as it appears upon the books of the organization. These notices shall also be posted on-line and sent by email to each member at their email address as it appears on the books of the organization.

Section V

Voting

- A. Each member shall be entitled to one (1) vote if present on such items deemed necessary by the Board of Directors and on such items as prescribed by these by-laws.
- B. Voting shall be limited to those regular members who are members in good standing of the organization.
- C. Voting by proxy shall not be permitted.

Section VI

Quorum at Meetings

At any meeting for the transaction of business, five percent (5%) of the members eligible to vote and a majority of the Board of Directors shall constitute a quorum. When a quorum is present at any meeting, a majority of the members present there may decide any question brought before such meeting, except as otherwise provided by law or by these by-laws. Actual business transactions are determined by a majority of the votes entered.

Article IV

Board of Directors and Officers

Section I

Board of Directors

- A. The Board of Directors shall be comprised of seven (7) members. However, the board may function with fewer than (7) members until such time as a full board can be attained.
- B. The directors shall be elected from the membership for a term of two (2) years on a staggered

basis. In odd numbered years, three (3) Directors will be up for election. In even numbered years, four Directors (4) will be up for election.

- C. A member elected as a director shall agree as a condition of their acceptance of the position that in the event that such officer or director fails to attend two (2) or more meetings in one calendar year, their resignation from said position shall be automatically submitted to the board, and the board shall accept such resignation unless such absences are deemed excused by majority of the board. Any vacancy arising from such resignation shall be filled pursuant to the provisions of these by-laws.
- D. The Board of Directors shall be vested with the authority and responsibility for the general management of the organization's property and affairs, so far as this delegation of authority is consistent with the laws of the State of Wisconsin, the organization's charter, constitution and by-laws.
- E. Meetings of the Board of Directors
 - 1. Designated Meetings
The annual organizational meeting of the Board of Directors shall be held within thirty (30) days of the annual meeting of the organization. At that meeting, the board of directors will determine amongst themselves which position each will hold. The final meeting of the Board of Directors to wind up its business shall be held no later than thirty (30) days prior to the next annual meeting of the organization.
 - 2. Other Regular Meetings
All other regular meetings of the Board of Directors shall be held in such a place and at such time as the board may vote, provided that a ten (10) day written or electronic notice is sent to each board member.
 - 3. Special Meetings of the Board of Directors may be held at any reasonable time and place, if called by the President or any four (4) members of the Board of Directors. Ten (10) days notice of such meeting stating the purpose thereof shall be sent to each board member by the Secretary, and no other business should be conducted therein.
 - 4. Meetings of the Board of Directors may be held at any time without formal notice, provided all the members are present and those not present have waived notice.
 - 6. Quorum. For the transaction of business at any meeting of the Board of Directors, a minimum of four (4) board members is required.
 - 7. Business of the Board of Directors may be conducted by mail, email, or telephone. Any action or vote shall be documented in writing and included in the minutes of the next meeting.

Section II

Officers

The organization's officers shall consist of:

- A. President
- B. Vice President
- C. Secretary
- D. Treasurer

No member shall hold more than one office at a time, except the offices of the President and Treasurer may be held by one person as stated in Wisconsin statutes. However, in the event an office is not filled, a member may hold more than one office until such time as that office is filled. Each officer shall be a regular member and shall be elected by the regular members by written ballot at the annual election and shall hold office for a period of two (2) years or until his/her successor is duly elected and qualified. Members of the Board shall not be employees or immediate family members of employees of the Humane Society of Burnett County.

A. **President**

The President shall preside at all meetings of the organization and of the Board of Directors. All standing committees shall be appointed by the President by the vote of two thirds (2/3) of the entire Board of Directors, and its decision shall be final. The Board of Directors shall appoint all committees not appointed by the President, and so approved. The President shall perform all duties commonly incident to the office and shall perform such other duties as the Board of Directors shall from time to time designate.

The President shall, by virtue of the office, be a member of all committees (see Article V of these by-laws), and as such, shall have full voting privileges on such committees.

B. **Vice President**

In the absence of the President, the Vice President shall preside at all meetings of the organization and of the Board of Directors, and shall perform such other duties as are commonly incident to the office and have such other powers and duties as the Board of Directors shall from time to time designate.

C. **Secretary**

The Secretary shall have charge of the correspondence, files, notice and notifications to members; shall keep roll of the members with their addresses and email addresses; shall keep an accurate record of the proceedings of all meeting of the organization and the Board of

Directors in books provided for the purpose (which books shall be open at all reasonable times to the inspection of any regular member of the organization) and shall carry out such other duties as are prescribed by these by-laws.

D. Treasurer

The Treasurer shall have the care and custody of the funds of the organization and shall have and exercise, under the supervision of the Board of Directors, all the powers and duties commonly incident to the office. The Treasurer shall submit all unpaid bills at each regular meeting of the Board of Directors for approval, provided, however, that any bill that does not exceed one thousand dollars (\$1,000) may be paid without such approval, but shall be ratified at the next meeting of the Board of Directors. For special projects such as construction, the board will allow payment of bills for that project for any amount provided the paid bill is submitted to the board for their records at the next board meeting. The Treasurer shall perform such other duties and have such other powers as may be delegated by the Board of Directors from time to time, and shall be bonded at the discretion of the board in such amount as the Board may determine the cost of such bond to be paid by the organization. At least once each year, if ordered by the board or mandated by the state law an auditor selected by the Board of Directors shall audit the books and records of the Treasurer.

Section III

Vacancies

Any vacancies occurring on the Board of Directors during the year shall be filled until the next annual election by a majority vote of the current members of the Board.

Section IV

No director may be elected for more than three (3) consecutive terms unless voted on and approved by majority vote of the Board of Directors.

Article V

Committees

Section I

Standing Committees

- A. Membership
- B. Outreach and Education
- C. Animal Welfare and Enrichment
- D. Building and Grounds
- E. Fundraising
- F. Personnel
- G. Nominating

Such Committees or persons shall always be subject to the final authority of the board. Special committees may also be appointed by the board to aid it on particular projects.

The President shall, by virtue of the office, be a member of all committees, with full voting privileges.

Article VI

The Organization Year, Voting, Nominations, Elections

Section I

Organization Year: The organization's fiscal year shall begin on the first day of January and end on the thirty first (31) day of December.

The Club's official year shall begin immediately upon the conclusion of the annual meeting and shall continue through the next annual meeting. The elected Board of Directors shall take office immediately upon the conclusion of the annual meeting and each retiring officer shall turn over to their successor in office all properties and records related to that office within thirty (30) days after such annual meeting.

All regular members in good standing as of August 1st may vote in the annual election.

Section II

Annual Election

The annual election of the Board of Directors shall be conducted by mail ballot. Ballots must be received by the secretary at the address of the organization prior to or on October 1st at the latest. Three (3) inspectors of election, to be chosen by the Board of Directors, shall count the ballots. The person receiving the largest number of votes for each position shall be declared elected. If any nominee, at the time of the meeting, is unable to serve for any reason, such nominee shall not be elected and the vacancy so created shall be filled by the new Board of Directors in the manner provided by Article III Section IV.

Section III

Nominations and Ballots

- A. Nomination of candidates for board positions to be filled at the next annual election will be made by the Nominating Committee by August 15th. Only persons who are members in good standing may be nominated for the Board of Directors.

- B. The Nominating Committee shall be composed of 3 members: two (2) members in good standing and one (1) Board member. Committee members will serve for one (1) year and may serve unlimited terms. The Nominating Committee shall be responsible for soliciting potential board candidates, obtaining candidate bios and reporting this information to the Secretary.

- C. The Secretary shall, on or before September 10th, notify each regular member of the organization of the name of the candidate or candidates and their bios and enclose a ballot for use in voting by mail, if required, together with instructions for its use.

- D. All ballots must be received no later than October 1st, at which time they shall be tabulated no later than October 10th and the nominees notified of the results.

Article VII

Amendments

Section I

Amendments to the constitution and by-laws may be produced by the Board of Directors or by written petition addressed to the secretary signed by ten percent (10%) of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the members within two (2) months of the date when the secretary received the petition.

Section II

The constitution and by-laws may be amended at any time provided a copy of the proposed amendment has been made available by the secretary to each member in good standing. A ballot will also be made available where members may indicate their choice for or against the action to be taken. The notice shall specify a date not less than thirty (30) days after the date of mailing by which date the ballots must be returned to the secretary to be counted. The favorable vote of a majority of the members in good standing who return valid ballots within the time limit shall be required to affect any such amendment.

Article VIII

Dissolution

Section I

The organization may be dissolved at any time by the written consent of not less than two-thirds (2/3) of the members. In the event of the dissolution of the organization, whether voluntary or involuntary, or by operation of law, none of the property of the organization nor any proceeds thereof nor any assets of the organization shall be distributed to any member of the organization, but after payment of the debts of the organization, its property and assets shall be given to a charitable organization for the benefit of dogs and cats, such organization to be selected by the Board of Directors.

ARTICLE IX

Order of Business

Section I

At meetings of the organization, the order of business so far as the character and nature of the meeting may permit shall be as follows:

- A. Roll Call (attendance sign in sheet being passed)
- B. Minutes of the Last Meeting
- C. Report of the Treasurer
- D. Report of the Shelter Director/Manager
- E. Report of the Committees
- F. Election of Officers and Board (at annual meetings)
- G. Unfinished/Old Business
- H. New Business
- I. Adjournment

Section II

At meetings of the board, the order of business, unless otherwise directed by a majority vote of those present shall be as follows:

- A. Reading of Minutes of the Last Meeting
- B. Report of the Treasurer
- C. Report of Shelter Operations
- D. Unfinished Business
- E. New Business
- F. Adjournment

Article X

All meetings and parliamentary procedures shall be conducted in accordance with the latest edition of Robert's Rules of Order, unless this is in conflict with the requirements of the constitution and by-laws, in which case the constitution and by-laws shall take precedence.